

including “over 2,300 route miles of fiber, more than 260 colocations, and over 500 lit commercial office buildings.”<sup>79</sup>

71. In January 2007, Level 3 completed its acquisition of Broadwing.<sup>80</sup> Level 3 states that the company “is the premier national, end-to-end, facilities based alternative to AT&T and Verizon.”<sup>81</sup> According to analysts, “[t]he acquisitions of Telcove and Broadwing give Level 3 the most advanced business focused access networks outside of AT&T and Verizon.”<sup>82</sup> Analysts report that “Level 3 management estimates there are over 100K enterprise buildings which are within 500 feet of its metro facilities. The company currently has roughly 6,500 ‘On-Net’ buildings and is targeting to build out to additional 750-1000 buildings in 2007. Management believes it can accelerate the current growth trends in its acquired retail business by gaining market share in the \$125B US enterprise market. The company is targeting business that generates over 70% gross margins.”<sup>83</sup>

72. Following the acquisition of IRUs from AT&T, Level 3 now operates “over 25,000 metro fiber route miles and more than 6,500 on-net buildings,” and “is continuing to expand the reach of our network in metropolitan areas,” said Kevin O’Hara, president and chief

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<sup>79</sup> *Id.*

<sup>80</sup> See Level 3 News Release, *Level 3 Completes Acquisition of Broadwing* (Jan. 3, 2007).

<sup>81</sup> R. Abdel, President, Business Markets Group, Level 3, presentation at 2007 Level 3 Analyst and Investor Conference, *From VoIP to Video: Making Sense of the Content (R)evolution* at 63 (Mar. 14, 2007), [http://www.level3.com/brochures/investor\\_relations/AnalystConference2007.pdf](http://www.level3.com/brochures/investor_relations/AnalystConference2007.pdf).

<sup>82</sup> J. Hodulik, *et al.*, UBS, *Level 3 Communications: A Hard Look at Fundamental Issues* at 5 (Mar. 15, 2007).

<sup>83</sup> *Id.*

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operating officer of Level 3.<sup>84</sup> In January 2007, the press reported that “Level 3 has about 11,000 business customers – a surprising number to many industry watchers. [Level 3 Business Markets Group president Bob Guth] says 60% of these customers fall into the small-business category. The remaining 40% are large businesses . . .”<sup>85</sup>

73. One Communications, formed through the merger of Choice One Communications, CTC Communications, and Conversent Communications, has “[m]ore than 160,000 business customers.”<sup>86</sup>

74. PAETEC and US LEC completed their merger at the end of February 2007.<sup>87</sup> The transaction “nearly double[d] the size of [PAETEC’s] business.”<sup>88</sup> According to the company, PAETEC now has “nearly 2,300 employees serving more than 45,000 medium-sized and large business customers.”<sup>89</sup>

75. In October 2006, Time Warner Telecom acquired Xspedius, a facilities-based CLEC, expanding its service area to cover 75 U.S. metropolitan areas in 30 states and the

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<sup>84</sup> Level 3 Press Release, *Level 3 Completes Purchase of AT&T Divestiture Assets* (Apr. 4, 2007).

<sup>85</sup> D. Pappalardo, *Seven Things You Need to Know About Level 3*, Network World (Jan. 30, 2007), <http://www.networkworld.com/news/2007/013007-level3-enterprise.html>.

<sup>86</sup> One Communications, *Our Customers*, [http://www.onecommunications.com/our-company/one-customer-testimonials.aspx?TierSlicer1\\_mtid=46&TierSlicer1\\_mtt=4&TierSlicer1\\_mid=8](http://www.onecommunications.com/our-company/one-customer-testimonials.aspx?TierSlicer1_mtid=46&TierSlicer1_mtt=4&TierSlicer1_mid=8).

<sup>87</sup> See PAETEC Press Release, *PAETEC and US LEC Complete Merger* (Feb. 28, 2007).

<sup>88</sup> PAETEC, *Message from the CEO*, <http://www.paetec.com/ceomessage/ceomessage.html>.

<sup>89</sup> PAETEC Press Release, *PAETEC and US LEC Complete Merger* (Feb. 28, 2007).

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District of Columbia.<sup>90</sup> According to Frost & Sullivan, “Time Warner Telecom is well-positioned against the large incumbents to offer businesses next generation, broadband services in the metro area as well as across the country. In fact, no other industry competitor has the breadth and depth of service offerings with the customer care and strength of fiber network and IP backbone infrastructure, other than the large incumbents, than does Time Warner Telecom.”

76. According to Time Warner Telecom, as a result of the Xspedius acquisition, “Time Warner Telecom provides communications services in tens of thousands of commercial buildings to reach over 60 percent of U.S. businesses.”<sup>92</sup> In February 2007, Vertical Systems Group ranked Time Warner Telecom as the third-leading provider of business Ethernet services (based on a port share of 10.7 percent), behind AT&T and Verizon Business (13.6 and 12.2 percent, respectively).<sup>93</sup>

77. XO reported that 2006 “was a strong and pivotal year for the company, setting the stage for a promising 2007.”<sup>94</sup> “For the full year, our core services revenue grew 5 percent and data and IP services revenue grew 16 percent year-over-year. This is the result of increased customer demand and improving industry dynamics. During the year, we aligned the company

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<sup>90</sup> See Time Warner Telecom Press Release, *Time Warner Telecom Closes Xspedius Communications Acquisition* (Oct. 31, 2006); Time Warner Telecom Press Release, *Frost & Sullivan Names Time Warner Telecom’s Larissa Herda CEO of the Year* (Jan. 18, 2007).

<sup>91</sup> Time Warner Telecom Press Release, *Frost & Sullivan Names Time Warner Telecom’s Larissa Herda CEO of the Year* (Jan. 18, 2007) (quoting Maria Zeppetella, Senior Analyst, Frost & Sullivan).

<sup>92</sup> *Id.*

<sup>93</sup> See Time Warner Telecom Press Release, *Vertical Systems Group Ranks Time Warner Telecom Among Top 3 Providers of U.S. Ethernet Ports* (Feb. 5, 2007).

<sup>94</sup> See XO Press Release, *XO Holdings Reports Strong Financial Results for 2006* (Mar. 16, 2007) (statement by Carl Grivner, XO Holdings’ Chief Executive Officer).

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into three customer-focused operating units and lit our new inter-city network to drive revenue growth. As a result of our initiatives and network investment, the company is well-positioned to expand its share of the enterprise and carrier services markets, leveraging our unrivalled combination of metro, inter-city and wireless networks.”<sup>95</sup> In January 2007, XO announced that more than 100,000 business customer employees at more than 7,500 businesses nationwide are using XO’s VoIP service.”

**C. GROWTH OF MAJOR COMPETITORS**

78. Tables 16-21 show, for each of the six MSAs, the number of business E911 listings that the major competitive providers had obtained as of the end of December 2006, and the growth these totals represent from the number of E911 listings these same carriers had obtained as of year-end 2005. Growth rates are not shown for the Pittsburgh, Providence, or Virginia Beach MSAs, because, as explained above, Verizon no longer has access to current E911 listings for all the areas within these MSAs.

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<sup>95</sup> *Id.*

<sup>96</sup> XO Press Release, *XO Communications Marks 100,000 Business VoIP Users* (Jan. 24, 2007)

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\*\*\*\*[BEGIN HIGHLY CONFIDENTIAL]

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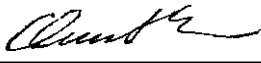
REDACTED – FOR PUBLIC INSPECTION

[END HIGHLY CONFIDENTIAL]\*\*\*\*

REDACTED – FOR PUBLIC INSPECTION

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on **April** 18, 2007

  
\_\_\_\_\_  
Quintin Lew



I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on April 17, 2007

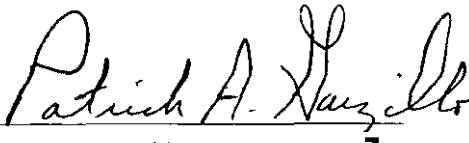
A handwritten signature in cursive script, appearing to read "John A. Wimsat", written in black ink.

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John A. Wimsat

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on April 17, 2007

  
Patrick A. Garzillo



REPLY DECLARATION OF QUINTIN LEW,  
JOHN WIMSATT, AND PATRICK GARZILLO

EXHIBIT I.A

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REPLY DECLARATION OF QUINTIN LEW,  
JOHN WIMSATT, AND PATRICK GARZILLO

EXHIBIT 1.B

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REDACTED – FOR PUBLIC INSPECTION

REPLY DECLARATION OF QUINTIN LEW,  
JOHN WIMSATT, AND PATRICK GARZILLO

EXHIBIT 1.C

REDACTED – FOR PUBLIC INSPECTION



REDACTED – FOR PUBLIC INSPECTION

REPLY DECLARATION OF QUINTIN LEW,  
JOHN WIMSATT, AND PATRICK GARZILLO

EXHIBIT 1.D

REDACTED – FOR PUBLIC INSPECTION

REDACTED – FOR PUBLIC INSPECTION

REPLY DECLARATION OF QUINTIN LEW,  
JOHN WIMSATT, AND PATRICK GARZILLO

EXHIBIT 1.E

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REDACTED – FOR PUBLIC INSPECTION

REPLY DECLARATION OF QUINTIN LEW,  
JOHN WIMSATT, AND PATRICK GARZILLO

EXHIBIT 1.F

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REDACTED – FOR PUBLIC INSPECTION





REPLY DECLARATION OF QUINTIN LEW,  
JOHN WIMSATT, AND PATRICK GARZILLO

EXHIBIT 2

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